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March 4, 1993

VIA FEDERAL EXPRESS

Sidney Strickland
Secretary
Interstate Commerce Commission
Room 2303
Washington DC 20423

Attention: Mrs. Mildred Lee - DOCUMENTS FOR RECORDATION

Re: Recordation No. 17491

Dear Mr. Strickland:

I am an attorney representing The CIT Group/Equipment Financing, Inc., a party to the enclosed document. I have enclosed two originals and two certified copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code and the regulations adopted pursuant thereto.

The document is:

Extension of Railcar Lease Agreement and Consent to Sublease, dated as of February 23, 1993.

The primary document to which this is connected is recorded under Recordation No. 17491.

The names and addresses of the parties to this document are as follows:

Lessor: The CIT Group/Equipment Financing, Inc.
1400 Renaissance Drive, Suite 400
Park Ridge, Illinois 60068

Lessee: Bethlehem Steel Corporation
Bethlehem, Pennsylvania 18016

17491-C
MAR 4 1993 10 21 PM
INTERSTATE COMMERCE COMMISSION

March 4, 1993

The equipment covered by this document is comprised of 230, 100-ton, aluminum open quick dump coal hopper cars with rotary coupler, and 3,870 cubic foot capacity, bearing the running marks MCHX 30815-31044; and 240, 100-ton, aluminum open top coal gondolas with rotary coupler and 4,000 cubic foot capacity, bearing running marks MCHX 30575-30814.

A fee of \$16.00 is enclosed. Please return the original document and any extra copies not required by the Commission for recordation plus the enclosed copy of this letter, each bearing your file stamp, to Richard Demarest Yant, Seyfarth, Shaw, Fairweather & Geraldson, 55 East Monroe Street, Suite 4200, Chicago, Illinois 60603.

A short summary of the document to appear in the index follows:

Extension of Railcar Lease Agreement and Consent to Sublease:
Extension of Lease of 470 aluminum coal cars from The CIT Group/Equipment Financing, Inc., Park Ridge, Illinois, as Lessor, to Bethlehem Steel Corporation, Bethlehem, Pennsylvania, dated as of February 23, 1993.

Yours very truly,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

Enclosure

cc: Mr. Paul A. Lechner
Mr. Timothy White
Mr. Joseph Radovsky
Mr. Stephen Selden

Interstate Commerce Commission

Washington, D.C. 20423

3/8/93

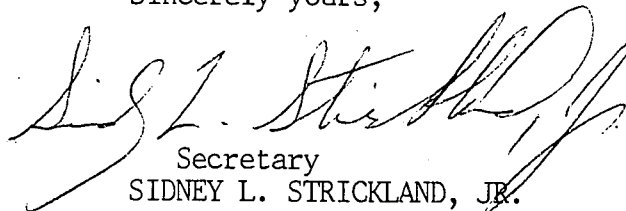
OFFICE OF THE SECRETARY

Richard Demarest Yant
Seyfarth, Shaw Fairweather & Eeraldson
Monroe Street, Suite 4200
Chicago, Illinois 60603

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on **3/5/93** at **3:10pm**, and assigned
recordation number(s). **17491-C**

Sincerely yours,


Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

274-10

17491-C
MAR 6 1993 3:49 PM
INTERSTATE COMMERCE COMMISSION

**EXTENSION OF RAILCAR LEASE AGREEMENT
AND CONSENT TO SUBLEASE**

THIS AGREEMENT, dated as of February 23, 1993 is entered into by and between The CIT Group/Equipment Financing, Inc., a New York corporation ("Lessor"), and Bethlehem Steel Corporation, a Delaware corporation ("Lessee").

R E C I T A L S

A. Lessor and Lessee are parties to the Railcar Lease Agreement, dated as of July 31, 1991, which was filed with the Interstate Commerce Commission (the "ICC") on August 23, 1991 under Recordation No. 17491, the Equipment Supplement and Acceptance Certificate Number 1 dated August 30, 1991, filed with the ICC under Recordation No. 17491-A and the Equipment Supplement and Acceptance Certificate Number 2 dated October 28, 1991, filed with the ICC under Recordation No. 17491-B (collectively the "Lease").

B. The Lease relates to the 230 rapid discharge coal hopper cars and the 240 open top coal gondola cars more fully described in Exhibit A attached hereto and made a part hereof (collectively the "Equipment").

C. The Lease Term under the Lease is due to expire on April 30, 1993.

D. The parties desire to extend the Lease Term as provided herein.

E. Lessee desires to sublease that portion of the Equipment described in Exhibit B attached hereto (the "KPL Cars") to Western Resources Inc. ("Western").

F. Lessor desires to consent to the sublease of the KPL Cars to Western all on terms and conditions as provided herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and further good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Term. The Term of Lease of each unit of Equipment hereunder, unless earlier terminated pursuant to the provisions of the Lease as amended hereby, shall be extended through September 30, 1993. The term "Lease Term," whenever used in the Lease, shall mean the Lease Term as extended hereby.


2. Sale or Lease of Equipment By Lessor. Lessor agrees to use reasonable efforts to sell or lease the Equipment. However, any sale or lease of the KPL Cars by Lessor will either be subject to the sublease to Western to which Lessor has consented herein, or will provide for delivery of possession of the KPL Cars on or after October 1, 1993. Upon sale or lease of any unit of Equipment by Lessor, the Lease shall be deemed terminated with respect to such unit of Equipment. However, the rights and obligations of the parties that accrued at or prior to the closing of such transaction shall survive. Upon each such sale or lease, and compliance with such terms, Lessor and Lessee may execute an appropriate memorandum of termination with respect to such units of Equipment. A sublease by Lessee shall not affect the obligations of the parties under the Lease except as may be agreed in writing by the parties.

3. Consent to Western Sublease. Lessor consents to the sublease of the KPL Cars to Western in the form attached hereto as Exhibit C and agrees that Section 29 of the Lease will continue with respect to the KPL Cars and Lessor will look solely to Western thereunder with respect to the Lessee obligations identified in Section 29 of the Lease as they relate to the KPL Cars. Lessee acknowledges that such sublease is subject to the security interest granted to Lessor pursuant to the Collateral Assignment and Security Agreement between Lessee and Lessor dated as of July 31, 1991 and filed with the Interstate Commerce Commission on August 23, 1991 under Recordation No. 17493. Upon execution of such sublease, Lessee will deliver to Lessor the sole original of such sublease in the possession of Lessee.

4. No Other Amendments. Except as specifically provided herein, the Lease shall remain in full force and effect without amendment.


IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

Lessor:
THE CIT GROUP/EQUIPMENT FINANCING
INC.

By: 

Title: VICE PRESIDENT

Lessee:
BETHLEHEM STEEL CORPORATION

By: 

Title: Vice President & Treasurer

By: 

Title: Senior Vice President

CONSENT

The undersigned consents to the forgoing Extension of Railcar Lease Agreement and Consent to Sublease.

TRANSCISCO LEASING COMPANY

By: _____

Title: _____

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

Lessor:
THE CIT GROUP/EQUIPMENT FINANCING
INC.

By: _____

Title: _____

Lessee:
BETHLEHEM STEEL CORPORATION

By: _____

Title: _____

By: _____

Title: _____

CONSENT

The undersigned consents to the forgoing Extension of Railcar Lease Agreement and Consent to Sublease.

TRANSCISCO LEASING COMPANY

By: Wm F. Bryant
Title: President

ACKNOWLEDGEMENTS

STATE OF ILLINOIS)

SS:

COUNTY OF Cook)

On this 1st day of March, 1993, before me personally appeared P. A. Lechner, to me personally known, who, being by me duly sworn, says that he is Vice President of THE CIT GROUP/EQUIPMENT FINANCING, INC., and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

[Notarial Seal] "OFFICIAL SEAL"
RICHARD D. YANT
NOTARY PUBLIC, STATE OF ILLINOIS
My commission expires 12/15/95

STATE OF Pennsylvania)

SS:

COUNTY OF Schuyler)

On this 15th day of February, 1993, before me personally appeared A. M. Walker and J. A. Jordan, Jr., to me personally known, who, being by me duly sworn, says that they are the V.P. & Treasurer and Senior V.P. of BETHLEHEM STEEL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Signature]
Notary Public

[Notarial Seal]

My commission expires: January 7, 1997

NOTARIAL SEAL
Beverly A. DeTurck
City of Philadelphia, PA
My Commission Expires Jan 7, 1997

STATE OF _____)

SS:

COUNTY OF _____)

On this _____ day of _____, 1993, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that he is _____ of TRANSCISCO LEASING COMPANY, and that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

No. 5193

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

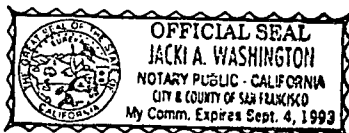
State of California

County of San Francisco

On 2/25/93 before me, Jackie A. Washington
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared William J. Bryant
NAME(S) OF SIGNER(S)

☐ personally known to me - OR - ☐ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Jackie A. Washington
SIGNATURE OF NOTARY

OPTIONAL SECTION

CAPACITY CLAIMED BY SIGNER

Though statute does not require the Notary to fill in the data below, doing so may prove invaluable to persons relying on the document.

☐ INDIVIDUAL
☐ CORPORATE OFFICER(S)

TITLE(S)

☐ PARTNER(S) ☐ LIMITED
☐ GENERAL

☐ ATTORNEY-IN-FACT

☐ TRUSTEE(S)

☐ GUARDIAN/CONSERVATOR

☐ OTHER: _____

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

Though the data requested here is not required by law, it could prevent fraudulent reattachment of this form.

OPTIONAL SECTION

TITLE OR TYPE OF DOCUMENT Extension of Railroad Lease

NUMBER OF PAGES 7 DATE OF DOCUMENT 2-23-93

SIGNER(S) OTHER THAN NAMED ABOVE _____

EXHIBIT A

THE EQUIPMENT

230 Bethlehem Freight Car Division Aluminum Open quick dump ("Rapid Discharge") coal hopper cars with rotary coupler and 3,870 cubic foot capacity.

AAR Designation: K341

Running nos. MCHX 30815-31044 (inclusive)

240 Bethlehem Freight Car Division Aluminum BethGon, 4000 cubic foot open top coal gondolas with rotary coupler

AAR Designation: J312

Running nos. MCHX 30575-30814 (inclusive)

EXHIBIT B
KPL CARS

120 Bethlehem Freight Car Division Aluminum BethGon, 4000 cubic
foot open top coal gondolas with rotary coupler

AAR Designation: J312

Bearing marks MCHX and the following numbers:

CARS CAR NO.

1	30575
2	30577
3	30581
4	30584
5	30594
6	30597
7	30599
8	30600
9	30601
10	30604
11	30606
12	30607
13	30609
14	30616
15	30627
16	30628
17	30630
18	30634
19	30638
20	30639
21	30640
22	30642
23	30644
24	30648
25	30649
26	30653
27	30654
28	30655
29	30657
30	30660
31	30663
32	30664
33	30665
34	30666
35	30667
36	30668
37	30670
38	30673
39	30674
40	30675
41	30676
42	30677
43	30678
44	30679
45	30680
46	30681
47	30686
48	30688

CARS	CAR NO.
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49	30689
50	30691
51	30693
52	30694
53	30695
54	30696
55	30699
56	30700
57	30703
58	30705
59	30706
60	30708
61	30710
62	30712
63	30714
64	30715
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84	30744
85	30746
86	30747
87	30748
88	30749
89	30750
90	30751
91	30753
92	30756
93	30757
94	30759
95	30761
96	30762
97	30767
98	30768
99	30769
100	30770
101	30771
102	30774

CARS	CAR NO.
103	30775
104	30777
105	30778
106	30779
107	30782
108	30789
109	30790
110	30795
111	30796
112	30798
113	30799
114	30801
115	30804
116	30808
117	30809
118	30811
119	30813
120	30814

EXHIBIT C

FORM OF WESTERN SUBLEASE

DELETED FOR FILING

CERTIFIED COPY

I, Richard Demarest Yant, the undersigned affiant, certify and affirm that I have compared the attached copy with the original and have found the copy to be complete and identical in all respects to the original document.



Richard Demarest Yant

STATE OF ILLINOIS)
)
COUNTY OF C O O K) SS.

The foregoing instrument was acknowledged before me this 4th day of March, 1993, by Richard Demarest Yant.



NOTARY PUBLIC

